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Attorneys for Nominal Defendant
Leap Wireless International, Inc.

[Additional Counsel For the Moving Parties
Listed on Signature Page]

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

CHARLES GRAHAM, Derivatively on Behalf
of Nominal Defendant LEAP WIRELESS
INTERNATIONAL, INC.,

Plaintiff,

v.

S. DOUGLAS HUTCHESON, AMIN
KHALIFA, GRANT BURTON, DEAN M.
LUVISA, MICHAEL B. TARGOFF, JOHN D.
HARKEY, JR., ROBERT V. LAPENTA,
MARK H. RACHESKY, M.D., and JAMES
D. DONDERO,

Defendants,

and

LEAP WIRELESS INTERNATIONAL, INC.,

Nominal Defendant.

CASE NO. 08-CV-0246 BTM

(Derivative Action)

**PARTIES' JOINT MOTION TO MODIFY
BRIEFING SCHEDULE AND HEARING
DATE ON DEFENDANTS' MOTIONS TO
DISMISS SHAREHOLDER DERIVATIVE
COMPLAINT**

Judge: The Hon. Barry Ted Moskowitz
Courtroom: 15

1 Plaintiff Charles Graham ("Plaintiff"), Individual Defendants S. Douglas Hutcheson,
 2 Amin Khalifa, Grant Burton, Dean M. Luvisa, Michael B. Targoff, John D. Harkey, Jr., Robert
 3 V. LaPenta, Mark H. Rachesky, M.D., and James D. Dondero ("Individual Defendants"), and
 4 Nominal Defendant Leap Wireless International, Inc. ("Leap") (collectively "the Parties"), by
 5 and through their respective attorneys, hereby jointly move this Court for an order modifying the
 6 hearing and briefing schedule on the following two motions: (a) Nominal Defendant Leap
 7 Wireless International, Inc.'s Motion to Dismiss Derivative Complaint, filed May 30, 2008; and
 8 (b) Individual Defendants' Motion to Dismiss Plaintiff's Verified Shareholder Derivative
 9 Complaint, filed June 2, 2008 (collectively referred to as "Defendants' Motions to Dismiss"):

- 10 1. Defendants' Motions to Dismiss were initially set for hearing on August 4,
 11 2008, before the Honorable M. James Lorenz.
- 12 2. After this case was transferred pursuant to the "Low-Number" Rule to the
 13 Honorable Barry T. Moskowitz on June 11, 2008, the Court rescheduled
 14 the August 4, 2008 hearing to August 15, 2008, at 11:00 a.m., without oral
 15 argument.
- 16 3. The Parties hereby jointly request that the Court modify the briefing
 17 schedule and the hearing date because this is a derivative action involving
 18 complex issues and multiple parties, and the modest extension will allow the
 19 Parties additional time to adequately brief the issues in the potentially case
 20 dispositive motions.
- 21 4. The Parties jointly move to modify the current briefing and hearing schedule
 22 as follows:

23 Proposed Briefing Schedule

24	August 11, 2008 –	Plaintiff's Oppositions Due to Defendants' Motions to
25		Dismiss (superseding prior date of August 1, 2008)
26	August 29, 2008 –	Defendants' Reply Briefs Due in Support of Defendants'
27		Motions to Dismiss (superseding prior date of August 8,
28		2008)

Proposed Hearing Date

September 4, 2008 at 11:00 a.m., without oral argument and without personal appearance (superseding prior date of August 15, 2008, which was also without oral argument and without personal appearance).

Respectfully submitted,

Dated: July 9, 2008

LATHAM & WATKINS LLP

By /s/ Kimberly Arouh Hicks
Kimberly Arouh Hicks
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Attorneys for Nominal Defendant
Leap Wireless International, Inc.

Dated: July 9, 2008

WILSON SONSINI GOODRICH & ROSATI P.C.

By /s/ Diane M. Walters
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S. Douglas Hutcheson, Amin Khalifa, Grant
Burton, Dean M. Luvisa, Michael B. Targoff,
John D. Harkey, Jr., Robert V. LaPenta,
Mark H. Rachesky and James D. Dondero

Dated: July 9, 2008

GERGOSIAN & GRALEWSKI LLP

By /s/ Edward M. Gergosian
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Attorneys for Plaintiff

PROOF OF SERVICE

I am employed in the County of San Diego, State of California. I am over the age of 18 years and not a party to this action. My business address is Latham & Watkins LLP, 600 West Broadway, Suite 1800, San Diego, CA 92101-3375.

On July 9, 2008, I served the following document described as:

PARTIES' JOINT MOTION TO MODIFY BRIEFING SCHEDULE AND HEARING DATE ON DEFENDANTS' MOTIONS TO DISMISS SHAREHOLDER DERIVATIVE COMPLAINT

by serving a true copy of the above-described document in the following manner:

BY ELECTRONIC FILING

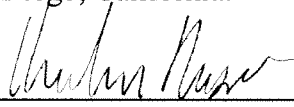
I am familiar with the United States District Court, Southern District of California's practice for collecting and processing electronic filings. Under that practice, documents are electronically filed with the court. The court's CM/ECF system will generate a Notice of Electronic Filing (NEF) to the filing party, the assigned judge, and any registered users in the case. The NEF will constitute service of the document. Registration as a CM/ECF user constitutes consent to electronic service through the court's transmission facilities. Under said practice, the following CM/ECF users were served:

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I declare that I am employed in the office of a member of the Bar of, or permitted to practice before, this Court at whose direction the service was made and declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on July 9, 2008, at San Diego, California.



Andrea Rasco